

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

JERRY VAUGHN and THERESA  
TRAVERS,

Case No. C03-5725 SC

## Plaintiffs.

## JUDGMENT

V.

BAY ENVIRONMENTAL MANAGEMENT INC., CAESAR NUTI, DENNIS VARNI, MARIO AQUILINO, LOYD BONFANTE SR., JOSEPH DELLA ZOPPA, ESTATE OF RICHARD GRANZELLA SR., EDWARD MENOSSE, PASQUALE PARENTI, FSC SECURITIES CORPORATION, and JERROLD N. WEINBERG

## Defendants.

**FSC SECURITIES CORPORATION and  
JERROLD N. WEINBERG**

## Cross-Claimants.

5

BAY ENVIRONMENTAL MANAGEMENT  
INC., ESTATE OF PINA J. BARBIERI,  
CAESAR NUTI, and DENNIS VARNI,

## Cross-Defendants.

On October 12, 2010, the Parties filed their Stipulation and Agreement of Compromise and Settlement of Class Action (the “Settlement”). Docket No. 217-2. Pursuant to the Settlement and the Court’s Order of Final Approval of Class Action Settlement and Entry of

1 Final Judgment, Docket No. 233, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED  
2 THAT:

3 1. The Court has jurisdiction over the Litigation and over all Parties in the Litigation  
4 pursuant to 28 U.S.C. section 1331 and 29 U.S.C. section 1132(e).

5 2. In accordance with the Court's Preliminary Approval Order, notice was timely  
6 given by mail to all members of the Class who could be identified and whose addresses could be  
7 ascertained with reasonable effort. The form and manner of delivery to the Class met the  
8 requirements of Rule 23 and due process, constituted the best notice practicable under the  
9 circumstances, and constituted due and sufficient notice to all members of the Class.

10 3. The motion for final approval of the Settlement is hereby GRANTED. The Court  
11 has reviewed the Settlement, the Settlement Fund of \$1,900,000.00, and all related terms and  
12 conditions, and finds them fair, reasonable, and adequate in all respects. The parties to the  
13 Settlement are authorized and directed to consummate the Settlement and to perform under the  
14 terms of the Settlement. The Litigation, including the Amended Complaint and the Cross-Claim,  
15 is dismissed on the merits with prejudice. This dismissal shall and does include any and all  
16 claims that were asserted in the Amended Complaint and the Cross-Claim, or are expressly  
17 covered by the Settlement.

18 4. Named Plaintiffs and each of the Class Members, individually and on behalf of  
19 the Releasors, fully, completely, and finally settle and discharge the Released Claims, subject to  
20 a single condition subsequent: the filing of the Implementation Notice by the Parties.

21 5. Subject to the condition subsequent set forth in this Judgment, Named Plaintiffs  
22 and each and every Class Member shall be bound by the Settlement, shall have exclusive  
23 recourse to the benefits, rights, and remedies provided by the Settlement regarding the Released  
24 Claims, and shall be precluded from pursuing any other action, demand, suit or other claim, in  
25 any judicial or administrative forum whatsoever, against the Released Persons with respect to the  
26 Released Claims.

27 6. Subject to the condition subsequent set forth in this Judgment, the revived Bay  
28 Environmental Pension Plan and Bay Environmental Retirement Plan ("the Plans") shall be

1 deemed to have fully, completely, and finally settled and discharged the Released Claims. The  
 2 Plans shall be bound by the Settlement, shall have exclusive recourse to the benefits, rights, and  
 3 remedies provided by the Settlement, and shall be precluded from pursuing any other action,  
 4 demand, suit, or other claim, in any judicial or administrative forum whatsoever, against the  
 5 Released Persons with respect to the Released Claims.

6       7.     Subject to the condition subsequent set forth in this Judgment, the BEM Releaseors  
 7 absolutely and unconditionally release and forever discharge the FSC Releasees from  
 8 Defendants' Released Claims, and the FSC Releaseors absolutely and unconditionally release and  
 9 forever discharge the BEM Releasees from Defendants' Released Claims.

10       8.     Nicholas L. Saakvitne is appointed as Administrator of the Settlement, Successor  
 11 Trustee, Plan Administrator, and Named Fiduciary of the Plans, pursuant to the terms of the  
 12 Fiduciary Services Agreement attached to the Settlement as Exhibit E. There are no other  
 13 fiduciaries to the Plans.

14       9.     The Administrator shall implement the Settlement in accordance with Paragraphs  
 15 5.10 and 5.11 of the Settlement.

16       10.    The Plan of Allocation set forth in redacted form as Exhibit A hereto is hereby  
 17 APPROVED.

18       11.    The request for incentive awards to each of the Named Plaintiffs, to be paid from  
 19 the Settlement Fund, is hereby GRANTED in the amount of \$15,000.00 each. In accordance  
 20 with the terms of the Settlement, such incentive awards shall be paid within ten (10) business  
 21 days after the Effective Date.

22       12.    For the reasons set forth in Class Counsel's motion for an award of attorney fees  
 23 and reimbursement of expenses, that motion is hereby GRANTED and Class Counsel is awarded  
 24 \$570,000 in attorneys' fees and \$88,962.13 in costs, to be paid from the Settlement Fund. In  
 25 accordance with the terms of the Settlement, such fees and expenses shall be paid within ten (10)  
 26 business days after the Effective Date.

27       13.    The Court reserves jurisdiction over the implementation of the Settlement for all  
 28 purposes, including (without limitation) all matters relating to the administration, interpretation

1 and effectuation of the Settlement and this Judgment.

2 14. Upon completion of the implementation of the Settlement, the Parties shall submit  
3 the Implementation Notice to the Court, substantially in the form attached to the Settlement as  
4 Exhibit D.

5 15. Upon the filing of the Implementation Notice, the condition subsequent referenced  
6 in Paragraphs 4 through 7 of this Judgment will be satisfied.

7  
8 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED.

9  
10 Dated: March 28, 2011

  
11 Honorable Samuel Conti  
12 United States District Judge

13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28